

EXHIBIT H

(Proposed Order)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**ORDER GRANTING FIRST CONSOLIDATED APPLICATION OF
RICHARD A. GITLIN, FEE COMMITTEE CHAIR, AND
GODFREY & KAHN, S.C., COUNSEL TO THE FEE COMMITTEE,
FOR RETROACTIVE AND INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
FROM JANUARY 24, 2011 THROUGH APRIL 30, 2011, AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM JANUARY 24, 2011 TO AUGUST 30, 2011**

Upon consideration of the *First Consolidated Application of Richard A. Gitlin, Fee Committee Chair, and Godfrey & Kahn, S.C., Counsel to the Fee Committee, for Retroactive and Interim Allowance of Compensation for Professional Services Rendered from January 24, 2011 Through April 30, 2011, and Reimbursement of Actual and Necessary Expenses Incurred from January 24, 2011 to August 30, 2011* [Docket No. _____], (the “**Application**”) for the stated periods (the “**Compensation Period**”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed on November 18, 2011, in the aggregate amount of \$873,689.61 as listed on **Schedule A** that accompanies this order; and after due notice pursuant to the second amended order entered on June 17, 2010 governing case management and administrative procedures [Docket No. 9635], and it appearing that no other or further notice need be provided; and there

being no objection to the Application filed before the deadline of December 12, 2011; and after due deliberation and upon all of the proceedings had before the Court, and sufficient cause appearing therefor, it is hereby

ORDERED, that pursuant to sections 330 and 331 of the Bankruptcy Code, the Application is granted and approved as provided in Schedule A.

Dated: New York, New York
December __, 2011.

Hon. James M. Peck
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A

CURRENT INTERIM FEE PERIOD
January 24, 2011 Through April 30, 2011
(Expenses Through August 31, 2011)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Date/ Document Number of Application	Interim Fees Requested on Application (\$)	Fees Allowed (\$)	Fees to be Paid for Current Fee Period (\$)	Fees to be Paid for Prior Fee Period(s) (if any) (Including Fees Held Back) (\$)	Total Fees to be Paid (\$)	Interim Expenses Requested (\$)	Expenses to be Paid for Current Fee Period (\$)
Richard A. Gitlin, Fee Committee Chair, and Godfrey & Kahn, S.C.	11/18/2011 []	806,450.00	806,450.00	0.00	0.00	0.00	67,239.61	67,239.61

Schedule A

Dated: December __, 2011

INITIALS: _____USBJ

SCHEDULE B

CUMULATIVE FEE APPLICATIONS

(September 15, 2008 Through and Including April 30, 2011)

(Expenses Through August 31, 2011)

Case No.: 08-13555 (JMP) (Chapter 11)

Case Name: In re Lehman Brothers Holdings, Inc., *et al.*

Applicant	Total Fees Requested (\$)	Total Fees Paid (including amounts to be paid pursuant to this Order) (\$)	Total Expenses Requested (\$)	Total Expenses Paid (including amounts to be paid pursuant to this Order) (\$)
Richard A. Gitlin, Fee Committee Chair, and Godfrey & Kahn, S.C.	806,450.00	806,450.00	67,239.61	67,239.61

Schedule B

Dated: December __, 2011

INITIALS: _____USBJ